

**United States Bankruptcy Court
Northern District of California**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Unlimited Clothing & Shoes, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): DBA Unlimited Clothing	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all): 08-0720787	Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 2086 Newpark Mall, Suite 1067 Newark, CA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 94560	ZIP Code
County of Residence or of the Principal Place of Business: Alameda	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																					
Estimated Number of Creditors	<table style="width:100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000												
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
Estimated Assets	<table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$10,000</td> <td><input type="checkbox"/> \$10,001 to \$100,000</td> <td><input checked="" type="checkbox"/> \$100,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$100 million</td> <td><input type="checkbox"/> More than \$100 million</td> </tr> </table>	<input type="checkbox"/> \$0 to \$10,000	<input type="checkbox"/> \$10,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$100 million	<input type="checkbox"/> More than \$100 million															
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Estimated Liabilities	<table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input checked="" type="checkbox"/> \$100,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$100 million</td> <td><input type="checkbox"/> More than \$100 million</td> </tr> </table>	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input checked="" type="checkbox"/> \$100,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$100 million	<input type="checkbox"/> More than \$100 million															
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THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Unlimited Clothing & Shoes, Inc.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Statement by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Unlimited Clothing & Shoes, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney

X /s/ Charles Novack
Signature of Attorney for Debtor(s)

Charles Novack
Printed Name of Attorney for Debtor(s)

Law Office of Charles Novack
Firm Name

409 13th Street, 10th Floor
Oakland, CA 94612

Address

Email: charles@cnovack.com
(510)465-1000 Fax: (510)740-3575

Telephone Number

November 13, 2007

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Abubakar Barati
Signature of Authorized Individual

Abubakar Barati
Printed Name of Authorized Individual

President
Title of Authorized Individual

November 13, 2007

Date

**United States Bankruptcy Court
Northern District of California**

In re Unlimited Clothing & Shoes, Inc.
Debtor(s)

Case No. _____
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
5ive Jungle 60 Metro Way Secaucus, NJ 07094	5ive Jungle 60 Metro Way Secaucus, NJ 07094	inventory		6,052.42
Abubakar Barati 2086 Newpark Mall Suite 1067 Newark, CA 94560	Abubakar Barati 2086 Newpark Mall Suite 1067 Newark, CA 94560	inventory purchased for corporation		15,000.00
Apple Bottoms by Picked Fresh LLC - Apple Bottoms 1385 Broadway, 16th floor New York, NY 10018	Apple Bottoms by Picked Fresh LLC - Apple Bottoms 1385 Broadway, 16th floor New York, NY 10018	Inventory		8,000.55
Danica Manaiastas c/o Salim Khawaja Law Office of Salim Khawaja 3100 Mowry Avenue, Suite 300 Fremont, CA 94538	Danica Manaiastas c/o Salim Khawaja Law Office of Salim Khawaja Fremont, CA 94538	stipulated judgment		7,000.00
Employment Development Dept. P.O. Box 826203 MIC 92-798 Sacramento, CA 94230-6203	Employment Development Dept. P.O. Box 826203 MIC 92-798 Sacramento, CA 94230-6203			7,500.00
Fila USA, Inc. P.O. Box 8500-4630 Philadelphia, PA 19178-4630	Fila USA, Inc. P.O. Box 8500-4630 Philadelphia, PA 19178-4630	Inventory		9,857.16
I C Isaacs c/o Alan L. Brodtkin 15500 B Rockfield Blvd. Irvine, CA 92618	I C Isaacs c/o Alan L. Brodtkin 15500 B Rockfield Blvd. Irvine, CA 92618	Inventory		111,730.97
Internal Revenue Service Special Procedures Branch Bankruptcy Section/Mail Code 1400 S 1301 Clay Street Oakland, CA 94612	Internal Revenue Service Special Procedures Branch Bankruptcy Section/Mail Code 1400 S Oakland, CA 94612			43,050.00
Konscious Klothing	Konscious Klothing	Inventory		8,122.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
KS Trading Corp c/o Harold B. Glassberg Glassberg, Pollak & Associates 425 California Street, Suite 850 San Francisco, CA 94104- 2193	KS Trading Corp c/o Harold B. Glassberg Glassberg, Pollak & Associates San Francisco, CA 94104-2193	Inventory		20,629.89
Liz Clairborne, Inc. & Subsidiaries One Clairborne Avenue North Bergen, NJ 07047	Liz Clairborne, Inc. & Subsidiaries One Clairborne Avenue North Bergen, NJ 07047	Inventory		16,856.78
LT2, LLC Letigre 149 Fifth Avenue, 14th Floor New York, NY 10022	LT2, LLC Letigre 149 Fifth Avenue, 14th Floor New York, NY 10022	Inventory		15,870.25
Metal Mouth Piece	Metal Mouth Piece	Inventory		14,520.00
Milpitas Mills Limited Partnership 447 Great Mall Drive Milpitas, CA 95035	Milpitas Mills Limited Partnership 447 Great Mall Drive Milpitas, CA 95035	Lease		15,500.00
One GG, LP 4916 Camp Bowie #200 Fort Worth, TX 76107	One GG, LP 4916 Camp Bowie #200 Fort Worth, TX 76107	Inventory		12,869.00
Puma North America, Inc. 5 Lyberty Way Westford, MA 01886	Puma North America, Inc. 5 Lyberty Way Westford, MA 01886	Inventory		24,288.89
Southland Mall, L.P. 1 Southland Mall Hayward, CA 94545	Southland Mall, L.P. 1 Southland Mall Hayward, CA 94545	Lease		23,750.00
Star Company P.O. Box 56498 Virginia Beach, VA 23456- 6498	Star Company P.O. Box 56498 Virginia Beach, VA 23456-6498	Inventory		9,565.09
State Board of Equalization P.O. Box 942879 Sacramento, CA 94279	State Board of Equalization P.O. Box 942879 Sacramento, CA 94279			10,575.00
Stephanie Vasquez c/o Salim Khawaja Law Offices of Salim Khawaja 3100 Mowry Avenue, Suite 300 Fremont, CA 94538	Stephanie Vasquez c/o Salim Khawaja Law Offices of Salim Khawaja Fremont, CA 94538	stipulated judgment		15,000.00

In re Unlimited Clothing & Shoes, Inc. Debtor(s) Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date November 13, 2007 Signature /s/ Abubakar Barati
Abubakar Barati
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Northern District of California

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	170,691.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		13,555.20	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		61,125.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		373,948.73	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		17			
			Total Assets	170,691.00	
			Total Liabilities	448,628.93	

**United States Bankruptcy Court
Northern District of California**

In re Unlimited Clothing & Shoes, Inc.,
Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E) (whether disputed or undisputed)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re Unlimited Clothing & Shoes, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Cash on Hand	-	1,800.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America	-	400.00
		Bank of America	-	1,090.00
		Wells Fargo Bank	-	401.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		R.P. lease security deposits	-	10,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	13,691.00
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		credit card transactions	-	Unknown
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		office equipment, furnishings	-	2,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		computers, fixtures in stores	-	5,000.00
30. Inventory.		clothing and shoe inventory (cost)	-	150,000.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	157,000.00
(Total of this page)	
Total >	170,691.00

Sheet 2 of 2 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re Unlimited Clothing & Shoes, Inc.

Case No. _____

Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 or 13 report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts who file a case under chapter 7 report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trust or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No. Employment Development Dept. P.O. Box 826203 MIC 92-798 Sacramento, CA 94230-6203							7,500.00	0.00
Account No. Internal Revenue Service Special Procedures Branch Bankruptcy Section/Mail Code 1400 S 1301 Clay Street Oakland, CA 94612							43,050.00	0.00
Account No. State Board of Equalization P.O. Box 942879 Sacramento, CA 94279							10,575.00	0.00
Account No.								
Account No.								

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page) **61,125.00** **0.00**
61,125.00

Total
(Report on Summary of Schedules) **61,125.00** **0.00**
61,125.00

In re **Unlimited Clothing & Shoes, Inc.**

Case No. _____

Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112. If "a minor child" is stated, also include the name, address, and legal relationship to the minor child of a person described in Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts filing a case under chapter 7, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J				
Account No. 5ive Jungle 60 Metro Way Secaucus, NJ 07094								6,052.42
Account No. Abubakar Barati 2086 Newpark Mall Suite 1067 Newark, CA 94560								15,000.00
Account No. xxx6903 ADT Security Services P.O. Box 650485 Dallas, TX 75265-0485								133.17
Account No. Apple Bottoms by Picked Fresh LLC - Apple Bottoms 1385 Broadway, 16th floor New York, NY 10018								8,000.55
Subtotal (Total of this page)								29,186.14

7 continuation sheets attached

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No.			stipulated judgment					
Danica Manaiastas c/o Salim Khawaja Law Office of Salim Khawaja 3100 Mowry Avenue, Suite 300 Fremont, CA 94538		-					7,000.00	
Account No.			Leonard J. Cravens, Esq. Law Offices of Leonard J. Cravens P.O. Box 2714 Indio, CA 92202					
Representing: Danica Manaiastas								
Account No.			Inventory					
Dereon 24 K Style LLC 1384 Broadway, 17th Floor New York, NY 10018		-					941.36	
Account No. x6567			Inventory					
Fila USA, Inc. P.O. Box 8500-4630 Philadelphia, PA 19178-4630		-					9,857.16	
Account No.			Washovia Bank Fila USA Lockbox #4630 Ffith and Market Street Philadelphia, PA 19106-4630					
Representing: Fila USA, Inc.								
Sheet no. <u>1</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	17,798.52

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Fresh to Death, LLC Rosenthal & Rosenthal, Inc. c/o David Flaxman, Esq. 1370 Broadway New York, NY 10018			Inventory				4,811.00	
Account No. I C Isaaccs c/o Alan L. Brodtkin 15500 B Rockfield Blvd. Irvine, CA 92618		-	Inventory				111,730.97	
Account No. xxx6822 International Environmental Mangaement, P.O. Box 101398 Atlanta, GA 30392		-	Inventory				3,287.23	
Account No. Kama 4K Clothing 1096 Foxfire Drive Manteca, CA 95337		-	Inventory				5,796.00	
Account No. Konscious Klothing		-	Inventory				8,122.00	
Sheet no. <u>2</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	133,747.20

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Representing: Konscious Klothing		Vericore 10115 Kincey Avenue, Suite 100 Huntersville, NC 28078				
Account No. KS Trading Corp c/o Harold B. Glassberg Glassberg, Pollak & Associates 425 California Street, Suite 850 San Francisco, CA 94104-2193		Inventory -				20,629.89
Account No. Liquid Red, Inc. 344 S. Manhattan Place, #12 Los Angeles, CA 90020		Inventory -				1,917.82
Account No. xxx5409 Liz Clairborne, Inc. & Subsidiaries One Clairborne Avenue North Bergen, NJ 07047		Inventory -				16,856.78
Account No. LT2, LLC Letigre 149 Fifth Avenue, 14th Floor New York, NY 10022		Inventory -				15,870.25
Sheet no. <u>3</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	55,274.74

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Representing: LT2, LLC		Coastal Recovery Corporation 180 South Broadway P.O. Box 219 White Plains, NY 10605				
Account No. Metal Mouth Piece		Inventory -				14,520.00
Account No. Milpitas Mills Limited Partnership 447 Great Mall Drive Milpitas, CA 95035		Lease -				15,500.00
Account No. Nike, Inc. c/o Law Offices of J. Andrew Coombs 450 North Brand Blvd., Suite 600 Glendale, CA 91203-2349		Inventory -				6,000.00
Account No. One GG, LP 4916 Camp Bowie #200 Fort Worth, TX 76107		Inventory -				12,869.00
Sheet no. <u>4</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	48,889.00

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Puma North America, Inc. 5 Lyberty Way Westford, MA 01886			Inventory				24,288.89	
Account No. Putnam Sourcing Group, Inc. 2133 E. 38th Street Los Angeles, CA 90058			Inventory				1,394.63	
Account No. Roca Wear Juniors 530 7th Avenue, 27th Floor New York, NY 10018			Inventory				6,020.84	
Account No. Representing: Roca Wear Juniors			Nzania 17462 Von Karman Avenue Irvine, CA 92614					
Account No. Southland Mall, L.P. 1 Southland Mall Hayward, CA 94545			Lease				23,750.00	
Sheet no. <u>5</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	55,454.36

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Star Company P.O. Box 56498 Virginia Beach, VA 23456-6498			Inventory				9,565.09	
Account No. Stephanie Vasquez c/o Salim Khawaja Law Offices of Salim Khawaja 3100 Mowry Avenue, Suite 300 Fremont, CA 94538		-	stipulated judgment				15,000.00	
Account No. Representing: Stephanie Vasquez			Leonard J. Cravens, Esq. Law Offices of Leonard J. Carvens P.O. Box 2714 Indio, CA 92202					
Account No. Tough City 301 Penhorn Avenue, #6 Secaucus, NJ 07094		-	Inventory				1,426.44	
Account No. URI Corp. 7619 Somerset Blvd. Paramount, CA 90723		-	inventory				1,860.00	
Sheet no. <u>6</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	27,851.53

In re Unlimited Clothing & Shoes, Inc. Case No. _____
 Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Uz Design 948 Market Street San Francisco, CA 94102			Inventory				5,019.15	
Account No. xx3744 Valu Display P.O. Box 2288 Whittier, CA 90610-2288			Inventory				728.09	
Account No.								
Account No.								
Account No.								
Sheet no. <u>7</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	5,747.24
							Total (Report on Summary of Schedules)	373,948.73

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Alameda Mall Associates 2086 Newpark Mall Newark, CA 94560	Newpark Mall Lease/License
Clough Family Limited Partnership c/o Bay Counties Real Estate, inc. 2648 International Blvd., Suite 800 Oakland, CA 94601	Fruitvale Center Lease
GGP-Newpark, LLC 2086 Newpark Mall Newark, CA 94560	NewPark Mall Lease/License
Milpitas Mills Limited Partnership 447 Great Mall Drive Milpitas, CA 95035	Great Mall Lease/License
Southland Mall, L.P. 1 Southland Mall Hayward, CA 94545	Southland Mall Lease/License

0 continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Abubakar Barati	Clough Family Limited Partnership c/o Bay Counties Real Estate, Inc. 2648 International Blvd., Suite 800 Oakland, CA 94601
Hasem Barati	Stephanie Vasquez c/o Salim Khawaja, Esq. 3100 Mowry Avenue, Suite 300 Fremont, CA 94538
Hasem Barati	Danica Manaiastas c/o Salim Khawaja, Esq. 3100 Mowry Avenue, Suite 300 Fremont, CA 94538
Hasem Barati	Clough Family Limited Partnership c/o Bay Counties Real Estate, Inc. 2648 International Blvd., Suite 800 Oakland, CA 94601
Obaidullah Afzalyar	Stephanie Vasquez c/o Salim Khawaja 3100 Mowry Avenue, Suite 300 Fremont, CA 94538
Obaidullah Afzalyar	Danica Manaiastas c/o Salim Khawaja, Esq. 3100 Mowry Avenue, Suite 300 Fremont, CA 94538

0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court
Northern District of California**

In re Unlimited Clothing & Shoes, Inc.
Debtor(s)

Case No. _____
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 19 sheets [total shown on summary page plus 1], and that they are true and correct to the best of my knowledge, information, and belief.

Date November 13, 2007

Signature /s/ Abubakar Barati
Abubakar Barati
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of California**

In re Unlimited Clothing & Shoes, Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Abubakar Barati 2086 Newpark Mall Newark, CA 94560			50%
Hasem Barati 2086 Newpark Mall Newark, CA 94560			50%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date November 13, 2007

Signature /s/ Abubakar Barati
Abubakar Barati
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Northern District of California**

In re Unlimited Clothing & Shoes, Inc.

Debtor(s)

Case No. _____

Chapter 11

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 7 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

Date: November 13, 2007

/s/ Charles Novack

Signature of Attorney

Charles Novack

Law Office of Charles Novack

409 13th Street, 10th Floor

Oakland, CA 94612

(510)465-1000 Fax: (510)740-3575

5ive Jungle
60 Metro Way
Secaucus, NJ 07094

Abubakar Barati
2086 Newpark Mall
Suite 1067
Newark, CA 94560

Abubakar Barati

ADT Security Services
P.O. Box 650485
Dallas, TX 75265-0485

Alameda Mall Associates
2086 Newpark Mall
Newark, CA 94560

Apple Bottoms
by Picked Fresh LLC - Apple Bottoms
1385 Broadway, 16th floor
New York, NY 10018

Clough Family Limited Partnership
c/o Bay Counties Real Estate, inc.
2648 International Blvd., Suite 800
Oakland, CA 94601

Coastal Recovery Corporation
180 South Broadway
P.O. Box 219
White Plains, NY 10605

Danica Manaiastas
c/o Salim Khawaja
Law Office of Salim Khawaja
3100 Mowry Avenue, Suite 300
Fremont, CA 94538

Dereon
24 K Style LLC
1384 Broadway, 17th Floor
New York, NY 10018

Employment Development Dept.
P.O. Box 826203 MIC 92-798
Sacramento, CA 94230-6203

Fila USA, Inc.
P.O. Box 8500-4630
Philadelphia, PA 19178-4630

Fresh to Death, LLC
Rosenthal & Rosenthal, Inc.
c/o David Flaxman, Esq.
1370 Broadway
New York, NY 10018

GGP-Newpark, LLC
2086 Newpark Mall
Newark, CA 94560

Hasem Barati

Hasem Barati

Hasem Barati

I C Isaaccs
c/o Alan L. Brodtkin
15500 B Rockfield Blvd.
Irvine, CA 92618

Internal Revenue Service
Special Procedures Branch
Bankruptcy Section/Mail Code 1400 S
1301 Clay Street
Oakland, CA 94612

Internal Revenue Service
Special Procedures Branch
Bankruptcy Section/Mail Code 1400 S
1301 Clay Street
Oakland, CA 94612

International Environmental Mangement,
P.O. Box 101398
Atlanta, GA 30392

Kama 4K Clothing
1096 Foxfire Drive
Manteca, CA 95337

Konscious Klothing

KS Trading Corp
c/o Harold B. Glassberg
Glassberg, Pollak & Associates
425 Calfiornia Street, Suite 850
San Francisco, CA 94104-2193

Leonard J. Cravens, Esq.
Law Offices of Leonard J. Cravens
P.O. Box 2714
Indio, CA 92202

Leonard J. Cravens, Esq.
Law Offices of Leonard J. Cravens
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Liquid Red, Inc.
344 S. Manhattan Place, #12
Los Angeles, CA 90020

Liz Clairborne, Inc. & Subsidiaries
One Clairborne Avenue
North Bergen, NJ 07047

LT2, LLC
Letigre
149 Fifth Avenue, 14th Floor
New York, NY 10022

Metal Mouth Piece

Milpitas Mills Limited Partnership
447 Great Mall Drive
Milpitas, CA 95035

Milpitas Mills Limited Partnership
447 Great Mall Drive
Milpitas, CA 95035

Nike, Inc.
c/o Law Offices of J. Andrew Coombs
450 North Brand Blvd., Suite 600
Glendale, CA 91203-2349

Nzania
17462 Von Karman Avenue
Irvine, CA 92614

Obaidullah Afzalyar

Obaidullah Afzalyar

One GG, LP
4916 Camp Bowie #200
Fort Worth, TX 76107

Puma North America, Inc.
5 Lyberty Way
Westford, MA 01886

Putnam Sourcing Group, Inc.
2133 E. 38th Street
Los Angeles, CA 90058

Roca Wear Juniors
530 7th Avenue, 27th Floor
New York, NY 10018

Southland Mall, L.P.
1 Southland Mall
Hayward, CA 94545

Southland Mall, L.P.
1 Southland Mall
Hayward, CA 94545

Star Company
P.O. Box 56498
Virginia Beach, VA 23456-6498

State Board of Equalization
P.O. Box 942879
Sacramento, CA 94279

State Board of Equalization
P.O. Box 9422079
Sacramento, CA 94279

Stephanie Vasquez
c/o Salim Khawaja
Law Offices of Salim Khawaja
3100 Mowry Avenue, Suite 300
Fremont, CA 94538

Tough City
301 Penhorn Avenue, #6
Secaucus, NJ 07094

URI Corp.
7619 Somerset Blvd.
Paramount, CA 90723

Uz Design
948 Market Street
San Francisco, CA 94102

Valu Display
P.O. Box 2288
Whittier, CA 90610-2288

Vericore
10115 Kinsey Avenue, Suite 100
Huntersville, NC 28078

Washovia Bank
Fila USA Lockbox #4630
Ffith and Market Street
Philadelphia, PA 19106-4630

**United States Bankruptcy Court
Northern District of California**

In re Unlimited Clothing & Shoes, Inc.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Unlimited Clothing & Shoes, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

November 13, 2007

Date

/s/ Charles Novack

Charles Novack

Signature of Attorney or Litigant

Counsel for Unlimited Clothing & Shoes, Inc.

Law Office of Charles Novack

409 13th Street, 10th Floor

Oakland, CA 94612

(510)465-1000 Fax:(510)740-3575

charles@cnovack.com

United States Bankruptcy Court
Northern District of California

In re Unlimited Clothing & Shoes, Inc.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Abubakar Barati**, declare under penalty of perjury that I am the **President** of **Unlimited Clothing & Shoes, Inc.**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 12th day of November, 2007.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Abubakar Barati**, **President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Abubakar Barati**, **President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Abubakar Barati**, **President** of this Corporation is authorized and directed to employ **Charles Novack**, attorney and the law firm of **Law Office of Charles Novack** to represent the corporation in such bankruptcy case."

Date November 13, 2007

Signed /s/ Abubakar Barati
Abubakar Barati

Resolution of Board of Directors
of
Unlimited Clothing & Shoes, Inc.

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Abubakar Barati, President** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Abubakar Barati, President** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Abubakar Barati, President** of this Corporation is authorized and directed to employ **Charles Novack**, attorney and the law firm of **Law Office of Charles Novack** to represent the corporation in such bankruptcy case.

Date November 13, 2007

Signed _____

Date November 13, 2007

Signed _____

NDU-15-2007 17:03

LAW OFFICE OF C NOVACK

1 510 465 2095 P.02/02

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF**

UNLIMITED CLOTHING & SHOES, INC.

The undersigned, constituting all of the Directors of Unlimited Clothing & Shoes, Inc. a California corporation (this "Corporation"), and acting by written consent, hereby adopt the following resolutions effective as of November ____, 2007:

Bankruptcy

WHEREAS: it is in the best interests of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code; therefore:

BE IT RESOLVED: that the Corporation's officers are authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

BE IT FURTHER RESOLVED: that the Corporation's officers are authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

BE IT FURTHER RESOLVED: that the Corporation's officers are authorized and directed to employ the Law Office of Charles Novack to represent the Corporation in such bankruptcy case.

General Resolution

BE IT RESOLVED: that each of the officers of the Corporation is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

This action may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one instrument. This action was executed effective as of the date first set forth above.

Abubakar Barati

Hasan Barati

Hasan Barati

TOTAL P.02

NOV 15 07 05:34P

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF**

UNLIMITED CLOTHING & SHOES, INC.

The undersigned, constituting all of the Directors of Unlimited Clothing & Shoes, Inc. a California corporation (this "Corporation"), and acting by written consent, hereby adopt the following resolutions effective as of November ____, 2007:

Bankruptcy

WHEREAS: it is in the best interests of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code; therefore

BE IT RESOLVED: that the Corporation's officers are authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

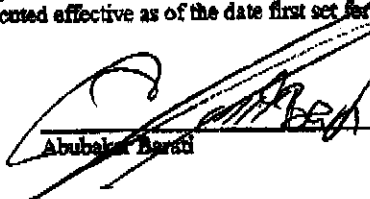
BE IT FURTHER RESOLVED: that the Corporation's officers are authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

BE IT FURTHER RESOLVED: that the Corporation's officers are authorized and directed to employ the Law Office of Charles Novack to represent the Corporation in such bankruptcy case.

Omnibus Resolution

BE IT RESOLVED: that each of the officers of the Corporation is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

This action may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one instrument. This action was executed effective as of the date first set forth above.


Abubakar Barati

Hasim Barati